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UNITED STATES BANKRUPTCY COURT  
DISTRICT OF OREGON

In re:

EVERGREEN VINTAGE AIRCRAFT, INC.

Debtor.

Case No. 14-36770-rld11

NOTES REGARDING STATEMENTS AND  
SCHEDULES

In preparing the Schedules and Statements, the Debtor relied upon information derived from its books and records that was available at the time of such preparation. Although the Debtor has made reasonable efforts to ensure the accuracy and completeness of such financial information, inadvertent errors or omissions, as well as the discovery of conflicting, revised, or subsequent information, may cause a material change to the Schedules and Statements. Accordingly, the Debtors reserve all of their rights to amend, supplement, or otherwise modify the Schedules and Statements as is necessary and appropriate.

The Schedules and Statements have been signed by Lisa Anderson, Debtor's president. Ms. Anderson was appointed as the Debtor's president immediately preceding the filing of the petition, following the death of the Debtor's previous president, Delford M. Smith. As a result, Ms. Anderson has relied upon the efforts, statements, and representations of the Debtor's prior management, bookkeepers, accountants and advisors. Ms. Anderson has not (and could not have) personally verified the accuracy of each statement and representation contained in the Schedules and Statements, including statements and representations concerning value of assets, amounts owed to creditors, classification of such amounts, and creditor addresses.

Additionally, because of the timing of the filing of the petition, management was required to make certain estimates and assumptions that affected the reported amounts of the Debtor's assets and liabilities. Actual results could differ from those estimates, perhaps materially. The Debtor reserves all rights to amend the reported amounts of asset values and liabilities to reflect changes in those estimates or assumptions.

**United States Bankruptcy Court**  
**District of Oregon**

In re **Evergreen Vintage Aircraft, Inc.**,  
Debtor

Case No. **14-36770**

Chapter **11**

**SUMMARY OF SCHEDULES**

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors must also complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	<b>Yes</b>	<b>1</b>	<b>69,653,278.00</b>		
B - Personal Property	<b>Yes</b>	<b>7</b>	<b>41,312,006.71</b>		
C - Property Claimed as Exempt	<b>No</b>	<b>0</b>			
D - Creditors Holding Secured Claims	<b>Yes</b>	<b>1</b>		<b>21,682,595.75</b>	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	<b>Yes</b>	<b>1</b>		<b>0.00</b>	
F - Creditors Holding Unsecured Nonpriority Claims	<b>Yes</b>	<b>3</b>		<b>131,985,291.55</b>	
G - Executory Contracts and Unexpired Leases	<b>Yes</b>	<b>1</b>			
H - Codebtors	<b>Yes</b>	<b>1</b>			
I - Current Income of Individual Debtor(s)	<b>No</b>	<b>0</b>			<b>N/A</b>
J - Current Expenditures of Individual Debtor(s)	<b>No</b>	<b>0</b>			<b>N/A</b>
Total Number of Sheets of ALL Schedules		<b>15</b>			
Total Assets			<b>110,965,284.71</b>		
Total Liabilities				<b>153,667,887.30</b>	

**United States Bankruptcy Court**  
**District of Oregon**

In re **Evergreen Vintage Aircraft, Inc.**,  
 Debtor

Case No. **14-36770**

Chapter **11**

**STATISTICAL SUMMARY OF CERTAIN LIABILITIES AND RELATED DATA (28 U.S.C. § 159)**

If you are an individual debtor whose debts are primarily consumer debts, as defined in § 101(8) of the Bankruptcy Code (11 U.S.C. § 101(8)), filing a case under chapter 7, 11 or 13, you must report all information requested below.

☐ Check this box if you are an individual debtor whose debts are NOT primarily consumer debts. You are not required to report any information here.

**This information is for statistical purposes only under 28 U.S.C. § 159.**

**Summarize the following types of liabilities, as reported in the Schedules, and total them.**

Type of Liability	Amount
Domestic Support Obligations (from Schedule E)	
Taxes and Certain Other Debts Owed to Governmental Units (from Schedule E)	
Claims for Death or Personal Injury While Debtor Was Intoxicated (from Schedule E) (whether disputed or undisputed)	
Student Loan Obligations (from Schedule F)	
Domestic Support, Separation Agreement, and Divorce Decree Obligations Not Reported on Schedule E	
Obligations to Pension or Profit-Sharing, and Other Similar Obligations (from Schedule F)	
TOTAL	

**State the following:**

Average Income (from Schedule I, Line 12)	
Average Expenses (from Schedule J, Line 22)	
Current Monthly Income (from Form 22A Line 12; OR, Form 22B Line 11; OR, Form 22C Line 20)	

**State the following:**

1. Total from Schedule D, "UNSECURED PORTION, IF ANY" column		
2. Total from Schedule E, "AMOUNT ENTITLED TO PRIORITY" column		
3. Total from Schedule E, "AMOUNT NOT ENTITLED TO PRIORITY, IF ANY" column		
4. Total from Schedule F		
5. Total of non-priority unsecured debt (sum of 1, 3, and 4)		

In re **Evergreen Vintage Aircraft, Inc.**Case No. **14-36770**

Debtor

**SCHEDULE A - REAL PROPERTY**

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a cotenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

**Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.**

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim." If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

Description and Location of Property	Nature of Debtor's Interest in Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption	Amount of Secured Claim
<b>Real Property and Improvements:</b> <b>Aviation Museum &amp; Theater Buildings</b> <b>29.70 Acres in Section 23 Township 4S Range 4W</b> <b>Tax Lot 00601</b> <b>Account number 523942</b> <b>location commonly referred to as 490-500 NE</b> <b>Captain Michael King Smith Way</b> <b>McMinnville, OR 97128</b> <b>*Value based on property tax assessed RMV</b>		-	<b>69,653,278.00</b>	<b>21,682,595.75</b>

Sub-Total > **69,653,278.00** (Total of this page)Total > **69,653,278.00**

(Report also on Summary of Schedules)

0 continuation sheets attached to the Schedule of Real Property

In re **Evergreen Vintage Aircraft, Inc.**Case No. **14-36770**

Debtor

**SCHEDULE B - PERSONAL PROPERTY**

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "x" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

**Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.**

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
1. Cash on hand	<b>X</b>			
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		<b>Checking Account No. XXXXXX1103 Wells Fargo Bank</b>	-	<b>0.00</b>
		<b>Checking Account No. XXXXX9731 Umpqua Bank</b>	-	<b>0.00</b>
3. Security deposits with public utilities, telephone companies, landlords, and others.	<b>X</b>			
4. Household goods and furnishings, including audio, video, and computer equipment.	<b>X</b>			
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	<b>X</b>			
6. Wearing apparel.	<b>X</b>			
7. Furs and jewelry.	<b>X</b>			
8. Firearms and sports, photographic, and other hobby equipment.	<b>X</b>			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	<b>X</b>			
10. Annuities. Itemize and name each issuer.	<b>X</b>			

Sub-Total > **0.00**  
(Total of this page)

3 continuation sheets attached to the Schedule of Personal Property

In re **Evergreen Vintage Aircraft, Inc.**Case No. **14-36770**

Debtor

**SCHEDULE B - PERSONAL PROPERTY**

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	<b>X</b>			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	<b>X</b>			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.	<b>X</b>			
14. Interests in partnerships or joint ventures. Itemize.	<b>X</b>			
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	<b>X</b>			
16. Accounts receivable.	<b>X</b>			
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	<b>X</b>			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.		<b>Unpaid rent payment for December, 2014.</b>	-	<b>50,000.00</b>
		<b>Debt owed by Evergreen Aviation &amp; Space Museum</b>		
		<b>Tax Refund Receiveable</b>	-	<b>20,867.00</b>
		<b>Deferred Income Tax Asset</b>	-	<b>10,033,590.33</b>
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	<b>X</b>			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	<b>X</b>			

Sub-Total > **10,104,457.33**  
(Total of this page)

Sheet **1** of **3** continuation sheets attached  
to the Schedule of Personal Property

In re **Evergreen Vintage Aircraft, Inc.**Case No. **14-36770**

Debtor

**SCHEDULE B - PERSONAL PROPERTY**

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.		<b>Indemnity claim for property tax payments under lease agreement with Evergreen Aviation and Space Museum</b>	-	<b>457,549.38</b>
		<b>Potential tort claims (breach of fiduciary duty, gross negligence)</b>	-	<b>Unknown</b>
22. Patents, copyrights, and other intellectual property. Give particulars.	<b>X</b>			
23. Licenses, franchises, and other general intangibles. Give particulars.	<b>X</b>			
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	<b>X</b>			
25. Automobiles, trucks, trailers, and other vehicles and accessories.	<b>X</b>			
26. Boats, motors, and accessories.	<b>X</b>			
27. Aircraft and accessories.		<b>Vintage Aircraft and Vehicles (See attached Schedule B-27)</b>	-	<b>30,000,000.00</b>
28. Office equipment, furnishings, and supplies.	<b>X</b>			
29. Machinery, fixtures, equipment, and supplies used in business.		<b>Machinery, Fixtures, Equipment and Supplies Used in Business (See attached Schedule B-29)</b>	-	<b>750,000.00</b>
30. Inventory.	<b>X</b>			
31. Animals.	<b>X</b>			
32. Crops - growing or harvested. Give particulars.	<b>X</b>			
33. Farming equipment and implements.	<b>X</b>			
34. Farm supplies, chemicals, and feed.	<b>X</b>			

Sub-Total > **31,207,549.38**  
(Total of this page)

Sheet 2 of 3 continuation sheets attached  
to the Schedule of Personal Property

In re **Evergreen Vintage Aircraft, Inc.**

Case No. **14-36770**

Debtor

**SCHEDULE B - PERSONAL PROPERTY**  
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
35. Other personal property of any kind not already listed. Itemize.	<b>X</b>			

In re: Evergreen Vintage Aircraft, Inc.  
Case No. 14-36770-rld11

**Schedule B-27**  
**Aircraft and Accessories**

<b>Aircraft Description</b>	<b>Value<sup>1</sup>:</b>	<b>Secured Creditor(s)</b>
1945 Boeing B-17G Flying Fortress Reg. Number N207EV	FMV: Unknown Book: \$1,129,310.44 Insured Value: \$3,000,000	Umpqua Bank
Lockheed P-38L-5, Reg. Number N505MH	FMV: Unknown Book: \$2,489,796.90 Insured Value: \$3,000,00	Umpqua Bank
Messerschmitt BF-109G-10/U4, Reg. No. N109EV	FMV: Unknown Book: \$1,499,309.56 Ins.: \$3,000,000	Umpqua Bank
North American T-28B Trojan, Reg. Number N28EV, Serial No. 138334	FMV: Unknown Book: \$176,802.98 Insured Value: \$120,000	Umpqua Bank
Pitts Aerobatics S-2B, Reg. No. N5352E, Serial No. 5105	FMV: Unknown Book: \$115,819.02 Insured Value: \$100,000	Umpqua Bank
Vickers Supermarine Spitfire Mark XVI, Reg. No. N356TE, Serial No. TE356	FMV: Unknown Book: \$1,151,856.20 Insured Value: \$3,000,000	Umpqua Bank
Piper J3L-65 "Cub", Reg. No. N46471, Serial #G31	FMV: Unknown Book: \$37,718.21 Insured Value: \$35,000	Umpqua Bank, World Fuel Services, Inc.
North American SNJ-4, Reg. No. #N33CC, Serial # 88-13466	FMV: Unknown Book: \$38,690.50 Insured Value: \$80,000	Umpqua Bank, World Fuel Services, Inc.
Boeing E75 Stearman, Reg. No. N450UR, Ser. #75-5300	FMV: Unknown Book: \$120,000.00 Insured Value: \$150,000	Umpqua Bank, World Fuel Services, Inc.
Curtiss Wright "Air Sedan", Reg. No. #N12314, Serial #15-D-2214	FMV: Unknown Book: \$21,161.56 Insured Value: \$10,000	Umpqua Bank, World Fuel Services, Inc.
Hughes 269A, Reg. No. #N79P, Serial No. 38-002	FMV: Unknown Book: \$20,840.54 Insured Value: \$100,000	Umpqua Bank, World Fuel Services, Inc.
Curtis Jenny, Replica building by Century Aviation	FMV: Unknown Book: \$114,000.00 Insured Value: \$180,000	Umpqua Bank, World Fuel Services, Inc.
Hiller UH-12E, Reg. No. N5363V, Ser. #2049	FMV: Unknown Book: \$11,240.40 Insured Value: \$70,000	Umpqua Bank, World Fuel Services, Inc.
Curtis P40 Kittyhawk "Warhawk" FAA Reg. No. N293FR and Serial No. R293.	FMV: Unknown Book: \$878,193.87 Insured Value: \$1,500,000	Umpqua Bank

In re: Evergreen Vintage Aircraft, Inc.  
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Curtis Wright A-22 Falcon FFA, Reg. No. N500G and Serial No. A22-1	FMV: Unknown Book: 367,620.10 Insured Value: \$400,000	Umpqua Bank
Dehavilland DH4M	FMV: Unknown Book: \$300,000.00 Insured Value: \$1,500,000	Umpqua Bank, World Fuel Services, Inc.
Douglas A-26B Invader	FMV: Unknown Book: \$144,873.93 Insured Value: \$500,000	World Fuel Services, Inc.
1903 Wright Flyer Replica	FMV: Unknown Book: \$73,200.00 Insured Value: \$200,000	World Fuel Services, Inc.
Photon Space Capsule - Russian	FMV: Unknown Book: \$32,395.00 Insured Value: \$1,000,000	World Fuel Services, Inc.
Bell HTL-3	FMV: Unknown Book: \$426,000.00 <sup>ii</sup> Insured Value: \$100,000	
Bell OH-13 Sioux	FMV: Unknown Book: See Bell HTL-3 Notes Insured Value: \$150,000	
Hiller H-23, 12-B	FMV: Unknown Book: See Bell HTL-3 Notes Insured Value: \$70,000	World Fuel Services, Inc.
Sikorsky H19	FMV: Unknown Book: See Bell HTL-3 Notes Insured Value: \$20,000	World Fuel Services, Inc.
Sikorsky HO35-1G "Dragonfly"	FMV: Unknown Book: See Bell HTL-3 Notes Insured Value: \$20,000	World Fuel Services, Inc.

<sup>i</sup> The aircraft and accessories listed in Schedule B27 list "Unknown" as the fair market value, on account of the fact that the fair market value of each item is dependent on numerous variables and factors and may differ significantly from their net book value or their insured value. However, the Debtor estimates that the fair market value of the aircraft, taken as a whole, is approximately \$20,000,000 to \$30,000,000. Nothing herein or in the Schedules and Statements shall be construed as an admission or acknowledgment by the Debtor that any particular item has no market value, or is limited to the book value or insured value listed in Schedule B-27, and the Debtor reserves all rights to amend the Schedules as additional information regarding value becomes available.

<sup>ii</sup> The last five aircraft listed were purchased together, so the Debtor's books list a consolidated book value of \$426,000 for the last five aircraft.

In re: Evergreen Vintage Aircraft, Inc.  
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**Schedule B-29**  
**Machinery, Fixtures, Equipment and Supplies**

<b>Description</b>	<b>Value<sup>1</sup></b>	<b>Secured Creditor(s)</b>
Bell Helicopter exhibit	FMV: Unknown Book Value: \$1,480.00	World Fuel Services, Inc.
Ben Franklin bust	FMV: Unknown Book Value: \$9,377.96	World Fuel Services, Inc.
232 Irwin seating	FMV: Unknown Book Value: \$46,218.00	
Concession equipment	FMV: Unknown Book Value: \$24,212.76	
IMAX lift system	FMV: Unknown Book Value: \$193,725.20	
Receptacles	FMV: Unknown Book Value: \$7,759.47	
Shelving for modules	FMV: Unknown Book Value: \$1,713.00	
Storage cabinets	FMV: Unknown Book Value: \$3,765.58	
Tables and chairs	FMV: Unknown Book Value: \$27,952.00	
Laminated table	FMV: Unknown Book Value: \$11,057.95	
3D Glasses	FMV: Unknown Book Value: \$17,773.45	
Highway sign	FMV: Unknown Book Value: \$17,740.01	
Film storage	FMV: Unknown Book Value: \$21,258.79	
Window shades	FMV: Unknown Book Value: \$5,847.00	
IMAX audio video equipment	FMV: Unknown Book Value: \$250,000.00	
Additional IMAX video	FMV: Unknown Book Value: \$82,961.10	
IMAX chairs and tables	FMV: Unknown Book Value: \$10,083.00	
Napoleon Hill bust	FMV: Unknown Book Value: \$4,336.00	

<sup>1</sup> The machinery, fixtures, equipment and supplies listed in Schedule B-29 list "Unknown" as the fair market value, on account of the fact that the fair market value of each item is dependent on numerous variables and factors and may differ significantly from their net book value. Nothing herein or in the Schedules and Statements shall be construed as an admission or acknowledgment by the Debtor that any particular item has no market value, or is limited to the book value listed in Schedule B-29, and the Debtor reserves all rights to amend the Schedules as additional information regarding value becomes available.

In re **Evergreen Vintage Aircraft, Inc.**Case No. **14-36770**

Debtor

**SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS**

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is a creditor, the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor", include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community".

If the claim is contingent, place an "X" in the column labeled "Contingent". If the claim is unliquidated, place an "X" in the column labeled "Unliquidated". If the claim is disputed, place an "X" in the column labeled "Disputed". (You may need to place an "X" in more than one of these three columns.)

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion" on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	H U S B A N D W I F E J O I N T C O M M U N I T Y	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
Account No. <b>xxxx0914</b>			<b>Deed of Trust</b>					
<b>Umpqua Bank</b> <b>PO Box 1820</b> <b>Roseburg, OR 97470</b>	<b>X</b>	-	<b>Real Property and Improvements at 490-500 NE Captain Michael King Smith Way, McMinnville, OR 97128; and specific aircraft as described on Schedule B-27</b>				<b>12,131,748.80</b>	<b>0.00</b>
			Value \$ <b>69,653,278.00</b>					
Account No.			<b>Judicial Lien / Writ of Attachment</b>					
<b>World Fuel Services, Inc.</b> <b>9800 NW 4th Street, Suite 400</b> <b>Miami, FL 33178</b>		-	<b>Real Property and Improvements at 490-500 NE Captain Michael King Smith Way, McMinnville, OR 97128; specific aircraft as described on Schedule B-27; specific fixtures as described on Schedule B-29</b>				<b>9,093,297.57</b>	<b>0.00</b>
			Value \$ <b>69,653,278.00</b>					
Account No.			<b>2014</b>					
<b>Yamhill County Tax Assessor</b> <b>535 NE 5th Street</b> <b>Room 42</b> <b>McMinnville, OR 97128</b>		-	<b>Property Tax Lien</b> <b>Real Property and Improvements at 490-500 NE Captain Michael King Smith Way, McMinnville, OR 97128</b>				<b>457,549.38</b>	<b>0.00</b>
			Value \$ <b>69,653,278.00</b>					
Account No.								
			Value \$					
Subtotal (Total of this page)							<b>21,682,595.75</b>	<b>0.00</b>
Total (Report on Summary of Schedules)							<b>21,682,595.75</b>	<b>0.00</b>

0 continuation sheets attached

In re **Evergreen Vintage Aircraft, Inc.**Case No. **14-36770**

Debtor

**SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS**

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☒ Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

**TYPES OF PRIORITY CLAIMS** (Check the appropriate box(es) below if claims in that category are listed on the attached sheets)☐ **Domestic support obligations**

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

☐ **Extensions of credit in an involuntary case**

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

☐ **Wages, salaries, and commissions**

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$12,475\* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

☐ **Contributions to employee benefit plans**

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

☐ **Certain farmers and fishermen**

Claims of certain farmers and fishermen, up to \$6,150\* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

☐ **Deposits by individuals**

Claims of individuals up to \$2,775\* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

☐ **Taxes and certain other debts owed to governmental units**

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

☐ **Commitments to maintain the capital of an insured depository institution**

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507(a)(9).

☐ **Claims for death or personal injury while debtor was intoxicated**

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

\* Amount subject to adjustment on 4/01/16, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

In re **Evergreen Vintage Aircraft, Inc.**Case No. **14-36770**

Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.			Various Debt to Affiliate Evergreen International Aviation, Inc.				4,955,786.30
Alfred T. Giuliano, Ch. 7 Trustee Pachulski Stang Ziehl & Jones, LLP Attn:Bradford J. Sandler, John A. Morris 919 North Market St., 17th Floor Wilmington, DE 19801	-						
Account No.			2014 Services Rendered				171.31
CT Corp. PO Box 4349 Carol Stream, IL 60197-4349	-						
Account No. n/a			Various Loans				74,933,040.88
Delford M. Smith 1271 NE Hwy 99W PMB 502 McMinnville, OR 97128	-						
Account No.			2014 Services Rendered				2,128.00
Egan Gardens 9805 River Rd. Salem, OR 97303	-						
Subtotal (Total of this page)							79,891,126.49

2

continuation sheets attached

2 continuation sheets attached

In re **Evergreen Vintage Aircraft, Inc.**Case No. **14-36770**

Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		<b>2014 Legal Fees</b>				
<b>Elizabeth Schwartz 6312 SW Capitol Hwy, #175 Portland, OR 97239</b>	-					<b>7,114.22</b>
Account No. <b>n/a</b>		<b>Various Multiple Loans</b>				
<b>Evergreen Holdings, Inc. 1271 NE Hwy 99W PMB 502 McMinnville, OR 97128</b>	-					<b>52,023,424.84</b>
Account No.		<b>12/2012 Termination Agreement</b>				
<b>IMAX Corporation 2525 Speakman Drive Mississauga, ONT L5K 1B1 CANADA</b>	-					<b>50,000.00</b>
Account No. <b>n/a</b>		<b>Precautionary</b>				
<b>Michael King Smith Foundation 1271 NE Hwy 99W, PMB 502 McMinnville, OR 97128</b>	-				<b>X</b>	<b>Unknown</b>
Account No.		<b>2014 Services Rendered</b>				
<b>Miller Nash PO Box 3585 Portland, OR 97208-3585</b>	-					<b>8,626.00</b>
Sheet no. <u>1</u> of <u>2</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)
						<b>52,089,165.06</b>

In re **Evergreen Vintage Aircraft, Inc.**Case No. **14-36770**

Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No. <b>n/a</b>		<b>n/a</b>				
<b>Ventures Acquisition Company, LLC</b> <b>1271 NE Hwy 99W</b> <b>PMB 502</b> <b>McMinnville, OR 97128</b>	-	<b>Notice Only</b>				
Account No. <b>n/a</b>		<b>12/11/2014</b>				
<b>Ventures Holdings, Inc.</b> <b>1271 NE Hwy 99W</b> <b>PMB 502</b> <b>McMinnville, OR 97128</b>	-	<b>Loan</b>				
Account No.						
Account No.						
Account No.						
Sheet no. <b>2</b> of <b>2</b> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)
						<b>5,000.00</b>
						Total (Report on Summary of Schedules)
						<b>131,985,291.55</b>

In re Evergreen Vintage Aircraft, Inc.Case No. 14-36770

Debtor

**SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser", "Agent", etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☒ Check this box if debtor has no executory contracts or unexpired leases.

Name and Mailing Address, Including Zip Code,  
of Other Parties to Lease or Contract

Description of Contract or Lease and Nature of Debtor's Interest.  
State whether lease is for nonresidential real property.  
State contract number of any government contract.

In re **Evergreen Vintage Aircraft, Inc.**Case No. **14-36770**

Debtor

**SCHEDULE H - CODEBTORS**

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☐ Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
<b>Delford M. Smith</b> <b>1271 NE Hwy 99W</b> <b>PMB 502</b> <b>McMinnville, OR 97128</b>	<b>Umpqua Bank</b> <b>PO Box 1820</b> <b>Roseburg, OR 97470</b>
<b>Evergreen International Aviation, Inc.</b> <b>Pachulski Stang Ziehl &amp; Jones, LLP</b> <b>Attn:Bradford J. Sandler, John A. Morris</b> <b>919 North Market St., 17th Floor</b> <b>Wilmington, DE 19801</b>	<b>Umpqua Bank</b> <b>PO Box 1820</b> <b>Roseburg, OR 97470</b>
<b>The Delford M. Smith Revocable Trust</b> <b>1271 NE Hwy 99W</b> <b>PMB 502</b> <b>McMinnville, OR 97128</b>	<b>Umpqua Bank</b> <b>PO Box 1820</b> <b>Roseburg, OR 97470</b>
<b>Ventures Holdings, Inc.</b> <b>1271 NE Hwy 99W</b> <b>PMB 502</b> <b>McMinnville, OR 97128</b>	<b>Umpqua Bank</b> <b>PO Box 1820</b> <b>Roseburg, OR 97470</b>

B6 Declaration (Official Form 6 - Declaration). (12/07)

**United States Bankruptcy Court  
District of Oregon**

In re **Evergreen Vintage Aircraft, Inc.**

Debtor(s)

Case No. **14-36770**

Chapter **11**

**DECLARATION CONCERNING DEBTOR'S SCHEDULES**

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the President and Secretary of the corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of **17** sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date **January 9, 2015**

Signature **/s/ Lisa Anderson**

**Lisa Anderson**

**President and Secretary**

*Penalty for making a false statement or concealing property:* Fine of up to \$500,000 or imprisonment for up to 5 years or both.  
18 U.S.C. §§ 152 and 3571.

**United States Bankruptcy Court  
District of Oregon**

In re **Evergreen Vintage Aircraft, Inc.**

Debtor(s)

Case No. **14-36770**Chapter **11**

**STATEMENT OF FINANCIAL AFFAIRS**

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. To indicate payments, transfers and the like to minor children, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25. **If the answer to an applicable question is "None," mark the box labeled "None."** If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

*DEFINITIONS*

*"In business."* A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed full-time or part-time. An individual debtor also may be "in business" for the purpose of this form if the debtor engages in a trade, business, or other activity, other than as an employee, to supplement income from the debtor's primary employment.

*"Insider."* The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any persons in control of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; and any managing agent of the debtor. 11 U.S.C. § 101(2), (31).

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**1. Income from employment or operation of business**

None

☐

State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the **two years** immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT  
**\$450,000.00**

SOURCE  
**2014: Rent from Evergreen Aviation & Space Museum  
All payments made directly to Umpqua Bank**

**\$41,000.00**

**2014: Rent from Paul Kuehne**

**\$375,000.00**

**2013: Rent from Evergreen International Aviation, Inc.**

**\$41,000.00**

**2013: Rent from Paul Kuehne**

**\$525,000.00**

**2012: Rent from Evergreen International Aviation, Inc.**

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2**2. Income other than from employment or operation of business**

None ☒ State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the **two years** immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT

SOURCE

**3. Payments to creditors**

None ☒ **Complete a. or b., as appropriate, and c.**

a. *Individual or joint debtor(s) with primarily consumer debts:* List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within **90 days** immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an asterisk (\*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS  
OF CREDITORDATES OF  
PAYMENTS

AMOUNT PAID

AMOUNT STILL  
OWING

None ☐ b. *Debtor whose debts are not primarily consumer debts:* List each payment or other transfer to any creditor made within **90 days** immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$6,225\*. If the debtor is an individual, indicate with an asterisk (\*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments and other transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR

DATES OF  
PAYMENTS/  
TRANSFERSAMOUNT  
PAID OR  
VALUE OF  
TRANSFERSAMOUNT STILL  
OWING

**Umpqua Bank**  
**PO Box 1820**  
**Roseburg, OR 97470**

**9/18/14: \$65,000 (paid by EASM)**  
**10/20/14: \$50,000 (paid by EASM)**  
**10/28/2014: \$31,395 (paid by DMS)**  
**12/1/2014: \$50,000 (paid by EASM)**

**\$196,395.00****\$12,131,748.80**

None ☒ c. *All debtors:* List all payments made within **one year** immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR AND  
RELATIONSHIP TO DEBTOR

DATE OF PAYMENT

AMOUNT PAID

AMOUNT STILL  
OWING

\* Amount subject to adjustment on 4/01/16, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

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**4. Suits and administrative proceedings, executions, garnishments and attachments**

None

☐

a. List all suits and administrative proceedings to which the debtor is or was a party within **one year** immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT  
AND CASE NUMBER

**World Fuel Services, Inc. v. Delford M. Smith, et al**  
**Case No. 13CV07910**

NATURE OF  
PROCEEDING

Civil

COURT OR AGENCY  
AND LOCATION

**Circuit Court for State of Oregon,**  
**Yamhill County**

STATUS OR  
DISPOSITION

Pending

**General Electric Capital Corporation, et al. v. Evergreen International Aviation, Inc., et al**  
**Case No. 13CV05678**

Civil /  
Foreclosure

**Yamhil County Circuit Court, State of Oregon**

**Sipulated**  
**Order for**  
**Claim and**  
**Delivery**  
**Entered**  
**10/18/2013**  
**Proceedings**  
**stayed by**  
**Bankruptcy**  
**Filing of**  
**co-defendant**  
**s: 12/30/2013**

None

☐

b. Describe all property that has been attached, garnished or seized under any legal or equitable process within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON FOR WHOSE  
BENEFIT PROPERTY WAS SEIZED

**World Fuel Services, Inc.**  
**9800 NW 4th Street, Suite 400**  
**Miami, FL 33178**

DATE OF SEIZURE

DESCRIPTION AND VALUE OF  
PROPERTY

**Aviation Museum & Theater**  
**500 NE Captain Michael King Smith Way**  
**McMinnville, OR 97128**  
**Value: \$70,000,000.00**

**Aircraft and Accessories (See Schedule B-27)****5. Repossessions, foreclosures and returns**

None

☐

List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF  
CREDITOR OR SELLER

**GC Air, LLC**  
**c/o Joseph M. VanLeuven**  
**Davis Wright Tremaine, LLP**  
**1300 SW Fifth Ave., Suite 2400**  
**Portland, OR 97201**

DATE OF REPOSSESSION,  
FORECLOSURE SALE,  
TRANSFER OR RETURN  
**October 2013**DESCRIPTION AND VALUE OF  
PROPERTY

**Grumman TBM-3E**  
**FMV: Unknown**  
**Book Value: \$199,119.83**

**Ford 5-AT-B tri-motor airframe, N9645**  
**FMV: Unknown**  
**Book Value: \$1,300,010**

B7 (Official Form 7) (04/13)

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**6. Assignments and receiverships**

None

- ☒ a. Describe any assignment of property for the benefit of creditors made within **120 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF ASSIGNEE	DATE OF ASSIGNMENT	TERMS OF ASSIGNMENT OR SETTLEMENT
------------------------------	--------------------	-----------------------------------

None

- ☒ b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CUSTODIAN	NAME AND LOCATION OF COURT CASE TITLE & NUMBER	DATE OF ORDER	DESCRIPTION AND VALUE OF PROPERTY
-------------------------------	---	---------------	-----------------------------------

**7. Gifts**

None

- ☒ List all gifts or charitable contributions made within **one year** immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON OR ORGANIZATION	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT	DESCRIPTION AND VALUE OF GIFT
--	--------------------------------	--------------	-------------------------------

**8. Losses**

None

- ☒ List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case **or since the commencement of this case**. (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

DESCRIPTION AND VALUE OF PROPERTY	DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS	DATE OF LOSS
-----------------------------------	--	--------------

**9. Payments related to debt counseling or bankruptcy**

None

- ☐ List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of the petition in bankruptcy within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYER IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
<b>Motschenbacher &amp; Blattner, LLP</b> <b>117 SW Taylor St., Suite 200</b> <b>Portland, OR 97204</b>	<b>12/11/14</b> <b>Payment made by Ventures Holdings, Inc.</b>	<b>\$5,000</b>

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**10. Other transfers**

None

- ☐ a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within **two years** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
Michael King Smith Foundation 1271 NE Hwy 99W, PMB 502 McMinnville, OR 97128 n/a	11/14/2013	Real Property in Yamhill County Tax Parcel R4423-0400 Value received: \$0.00
Michael King Smith Foundation 1271 NE Hwy 99W, PMB 502 McMinnville, OR 97128 n/a	11/14/2013	Real Property in Yamhill County Tax Parcel R4423-800 Value received: \$0.00
Michael King Smith Foundation 1271 NE Hwy 99W, PMB 502 McMinnville, OR 97128 n/a	11/14/2013	Real Property in Yamhill County Tax Parcel R4423-1400 Value received: \$0.00
Michael King Smith Foundation 3850 Three Mile Lane McMinnville, OR 97128 n/a	4/5/2013	P-51D Mustang, Serial No. 122-31302, Reg No. N51DH Value received: \$0.00
Michael King Smith Foundation 3850 Three Mile Lane McMinnville, OR 97128 n/a	4/5/2013	Goodyear FG-1D Corsair, Serial No. 92095, Reg No. N67HP Value Received: \$0.00

None

- ☒ b. List all property transferred by the debtor within **ten years** immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

NAME OF TRUST OR OTHER DEVICE	DATE(S) OF TRANSFER(S)	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY OR DEBTOR'S INTEREST IN PROPERTY
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**11. Closed financial accounts**

None

- ☒ List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within **one year** immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF INSTITUTION	TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING
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**12. Safe deposit boxes**

None

- ☒ List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF BANK OR OTHER DEPOSITORY	NAMES AND ADDRESSES OF THOSE WITH ACCESS TO BOX OR DEPOSITORY	DESCRIPTION OF CONTENTS	DATE OF TRANSFER OR SURRENDER, IF ANY
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**13. Setoffs**

- None ☐ List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within **90 days** preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATE OF SETOFF	AMOUNT OF SETOFF
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**14. Property held for another person**

- None ☐ List all property owned by another person that the debtor holds or controls.

NAME AND ADDRESS OF OWNER	DESCRIPTION AND VALUE OF PROPERTY	LOCATION OF PROPERTY
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**15. Prior address of debtor**

- None ☐ If the debtor has moved within **three years** immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

ADDRESS	NAME USED	DATES OF OCCUPANCY
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**16. Spouses and Former Spouses**

- None ☐ If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within **eight years** immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

NAME
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**17. Environmental Information.**

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law

- None ☐ a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law:

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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- None ☐ b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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- None ☐ c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

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NAME AND ADDRESS OF  
GOVERNMENTAL UNIT

DOCKET NUMBER

STATUS OR DISPOSITION

**18 . Nature, location and name of business**

None

☒ a. *If the debtor is an individual*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within **six years** immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

*If the debtor is a partnership*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within **six years** immediately preceding the commencement of this case.

*If the debtor is a corporation*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

NAME	LAST FOUR DIGITS OF SOCIAL-SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/ COMPLETE EIN	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
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None

☒ b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

NAME	ADDRESS
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The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within **six years** immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership, a sole proprietor, or self-employed in a trade, profession, or other activity, either full- or part-time.

(An individual or joint debtor should complete this portion of the statement **only** if the debtor is or has been in business, as defined above, within six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)

**19. Books, records and financial statements**

None

☐ a. List all bookkeepers and accountants who within **two years** immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESS  
**Lisa Anderson**  
**1271 NE Hwy 99W, PMB 502**  
**McMinnville, OR 97128**

DATES SERVICES RENDERED  
**Ongoing during two years prior to filing**

**Gage Campbell**  
**Unknown**  
**gagecampbell@comcast.net**

None

☒ b. List all firms or individuals who within the **two years** immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

NAME	ADDRESS	DATES SERVICES RENDERED
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None

☐ c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

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NAME

**Lisa Anderson**

ADDRESS

**1271 NE Hwy 99W, PMB 502  
McMinnville, OR 97128****Alfred T. Giuliano, Ch. 7 Trustee****Pachulski Stang Ziehl & Jones, LLP  
Attn:Bradford J. Sandler, John A. Morris  
919 North Market St., 17th Floor  
Wilmington, DE 19801**

None ☒ d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued by the debtor within **two years** immediately preceding the commencement of this case.

NAME AND ADDRESS

DATE ISSUED

**20. Inventories**

None ☒ a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

DATE OF INVENTORY

INVENTORY SUPERVISOR

DOLLAR AMOUNT OF INVENTORY  
(Specify cost, market or other basis)

None ☒ b. List the name and address of the person having possession of the records of each of the inventories reported in a., above.

DATE OF INVENTORY

NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY  
RECORDS**21. Current Partners, Officers, Directors and Shareholders**

None ☒ a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

NAME AND ADDRESS

NATURE OF INTEREST

PERCENTAGE OF INTEREST

None ☐ b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

NAME AND ADDRESS

TITLE

NATURE AND PERCENTAGE  
OF STOCK OWNERSHIP  
**Owns 100% of outstanding stock****Evergreen Holdings, Inc.  
1271 NE Hwy 99W  
PMB 502  
McMinnville, OR 97128****Shareholder****Lisa Anderson  
1271 NE Hwy 99W, PMB 502  
McMinnville, OR 97128****President****No stock ownership.****22. Former partners, officers, directors and shareholders**

None ☒ a. If the debtor is a partnership, list each member who withdrew from the partnership within **one year** immediately preceding the commencement of this case.

NAME

ADDRESS

DATE OF WITHDRAWAL

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- None ☐ b. If the debtor is a corporation, list all officers, or directors whose relationship with the corporation terminated within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS  
**Delford M. Smith**  
**1271 NE Hwy 99W**  
**PMB 502**  
**McMinnville, OR 97128**

TITLE  
**President**

DATE OF TERMINATION  
**November 7, 2014 (Deceased)**

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**23 . Withdrawals from a partnership or distributions by a corporation**

- None ☒ If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during **one year** immediately preceding the commencement of this case.

NAME & ADDRESS  
 OF RECIPIENT,  
 RELATIONSHIP TO DEBTOR

DATE AND PURPOSE  
 OF WITHDRAWAL

AMOUNT OF MONEY  
 OR DESCRIPTION AND  
 VALUE OF PROPERTY

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**24. Tax Consolidation Group.**

- None ☐ If the debtor is a corporation, list the name and federal taxpayer identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within **six years** immediately preceding the commencement of the case.

NAME OF PARENT CORPORATION  
**Evergreen Holdings, Inc.**

TAXPAYER IDENTIFICATION NUMBER (EIN)  
**91-1797880**

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**25. Pension Funds.**

- None ☒ If the debtor is not an individual, list the name and federal taxpayer-identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within **six years** immediately preceding the commencement of the case.

NAME OF PENSION FUND

TAXPAYER IDENTIFICATION NUMBER (EIN)

\* \* \* \* \*

**DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP**

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date **January 9, 2015**

Signature **/s/ Lisa Anderson**  
**Lisa Anderson**  
**President and Secretary**

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

*Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571*